

RECORDATION NO. 23204-99 FILED

DEC 07 '01 3-00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1600 K STREET, NW  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 7, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Assignment of Equipment Lease, dated as of November 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement which was previously filed with the Board under Recordation Number 23204.

The names and addresses of the parties to the enclosed document are:

Assignor: First Union Rail Corporation  
6250 River Road  
Suite 5000  
Rosemont, IL 60018

Assignee: Allfirst Bank  
25 South Charles Street  
Baltimore, MD 21201

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5525 and NS 5526

Mr. Vernon A. Williams  
December 7, 2001  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Partial Assignment of Equipment Lease from  
First Union Rail Corporation, Assignor, to Allfirst Bank, Assignee.

Also enclosed is a check in the amount of \$28.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF PARTIAL ASSIGNMENT**  
(Surface Transportation Board)

THIS MEMORANDUM OF PARTIAL ASSIGNMENT dated as of November 30, 2001 is between FIRST UNION RAIL CORPORATION, a North Carolina corporation ("FURC"), and ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. FURC, as lessor has leased the Locomotives under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. FURC and Allfirst are parties to that certain Assignment and Assumption Agreement dated March 15, 2001 pursuant to which FURC has assigned to Allfirst certain rights and obligations of "Lessor" under the Lease with respect to such locomotives identified on Schedule 1 attached hereto (the "Locomotives").

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Vice President Sales & Marketing

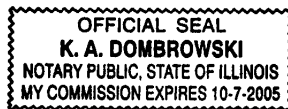
STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook this 30 day of November, 2001 by Richard F. Seymour, as Vice President of FIRST UNION RAIL CORPORATION, a North Carolina corporation, on behalf of the corporation. ~~Sales & Marketing~~

K. A. Dombrowski  
Notary Public

My commission expires: 10-7-2005

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

By: [Signature]  
Name: Richard M. Falo  
Title: VICE PRESIDENT

STATE OF Maryland  
City Baltimore ) ss:  
COUNTY OF Baltimore

City The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the  
County of Baltimore this 28th day of November, 2001 by Richard M. Falo as  
Vice President of ALLFIRST BANK, a Maryland state chartered commercial bank.

My commission expires: 7/27/02

Deborah J. Steoper  
Notary Public



[Notarial Seal]

**SCHEDULE 1**

**DESCRIPTION OF LOCOMOTIVES**

<b>MANUFACTURER</b>	<b>MODEL</b>	<b>TYPE</b>	<b>PRE- REFURBISHMENT ROAD NO.</b>	<b>SERIAL NO.</b>	<b>POST- REFURBISHMENT ROAD NO.</b>
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 2825	7307-03	NS 5525
General Motors	GP-38	2,000 H.P., 4-axle, Locomotive	NS 2875	5778-16	NS 5526